

**ARTICLES OF INCORPORATION
OF CITIZENS VOICE OF MASON COUNTY, INC.**

WE THE UNDERSIGNED having associated for the purposes of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes, hereby certify as follows:

ARTICLE I

The name of the corporation shall be: Citizens Voice of Mason County, Inc.

ARTICLE II

The term of existence of the corporation shall be perpetual.

ARTICLE III

The address of the registered, principal office of the corporation is 6005 Flat Fork Rd., Mays Lick, Kentucky 41055.

The name of the initial registered agent for service of process, located at such address is Joe Pfeffer.

ARTICLE IV

The corporation is organized and shall be operated primarily to promote social welfare to benefit the community as described within Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws). The organization's net earnings will be devoted primarily to educational, charitable, and/or recreational purposes.

The purposes of the Corporation shall be more specifically stated as follows: To preserve and improve the quality of life and civic and social welfare in Mason County through public education, promoting and engaging in social projects, and community empowerment.

ARTICLE V

The Corporation shall be irrevocably dedicated to and operated exclusively for, non-profit purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI

In carrying out the corporate purposes described in Article IV, the Corporation shall have all powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in Kentucky Revised Statutes Chapter 273.171 (or corresponding provision of any later state statute) except as follows and as otherwise stated in these Articles:

(a) The Corporation's primary activities shall be the promotion of the common good and general welfare of the people in the community and the bringing about of civic betterment and social improvement. No substantial part of the activities of the Corporation shall be the intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws;

ARTICLE VII

The name and address of the incorporator is Liz Edmondson, 201 W. Short Street, Suite 310, Lexington, KY 40507.

ARTICLE VIII

The initial Board of Directors shall consist of 3 Directors. The names and addresses of the members of the initial Board of Directors are:

DIRECTOR

ADDRESS

Paula Boyd

6077 Helena Rd., Mays Lick, KY 41055

Phillip Owen Brown

6173 Helena Rd., Mays Lick, KY 41055

Joe Pfeffer

6005 Flat Fork Rd., Mays Lick, KY 41055

ARTICLE IX

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws.

Any Director may be removed for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

ARTICLE X

(a) The directors, officers, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

(b) Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his or her duties as a director unless such act, omission or breach:

(1) concerned or concerns a transaction in which the directors' personal financial interest was or is in conflict with the financial interests of the Corporation;

(2) was not in good faith or involved or involves intentional misconduct on the part of the director;

(3) was known by the director to be a violation of law; or

(4) resulted in an improper personal benefit to the director.

(c) Any director or officer or former director or officer of the Corporation may be indemnified by the Corporation against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which she or he is made a party by reason of being or having been such director or officer, except in relation to matters as to which she or he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, or its By-Laws or a resolution adopted after notice to members entitled to vote.

ARTICLE XI

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated primarily for promoting the common good and general welfare of the community of Mason County, as shall at the time qualify as an exempt organization under Section 501(c)(4) of the Internal Revenue

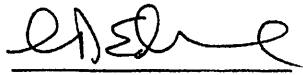
Code (or corresponding provisions of any later Federal tax laws), as the Board of Directors shall determine.

The remaining assets, if any, shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE XII

Amendments to these Articles shall be made pursuant to the provisions of Kentucky Revised Statutes 273.263 (or corresponding provisions of any later state statute).

IN TESTIMONY WHEREOF, witness the signature of the Incorporator of this Corporation, this 3rd day of February, 2014.


INCORPORATOR

COMMONWEALTH OF KENTUCKY)
COUNTY OF Fayette)

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of February, 2014 by LIZ EDMONDSON

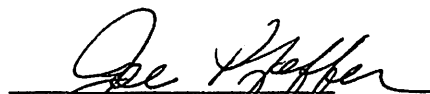
Witness my signature and seal of office this 3rd day of February, 2014

My commission expires: January 19, 2015


Notary Public, KY

435184
Notary Number

The registered agent, Joe Pfeffer, hereby consents to his appointment as the registered agent of the Corporation.


Registered Agent

Commonwealth of Kentucky

COUNTY OF Fayette

The foregoing consent of the registered agent was acknowledged before me this 3rd
day of February, 2014 by JOE PEEFFER

Witness my signature and seal of office this 3rd day of February, 200-2014

My commission expires January 19, 2015

Kathryn Clagett
Notary Public, 1124

435184
Notary Number